

NO2000002920

CORPORATE ACCESS, INC.

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Not for Profit

1.) Brevard Watercolor Society, Inc
(CORPORATE NAME & DOCUMENT #)

2.)
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5.)
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

APPROVED AND FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
BREVARD WATERCOLOR SOCIETY, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 22 11:14

RECORDED
AND
FILED

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Chapter 617 of the Florida Statutes, makes and adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is Brevard Watercolor Society, Inc.

ARTICLE II - ADDRESS

The address of the principal office and the mailing address of the corporation are 4799 Solitary Drive, Rockledge, Florida 32955-6554.

ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 4799 Solitary Drive, Rockledge, Florida 32955-6554. The name of its initial registered agent at that address is Howard Davidow.

ARTICLE IV - MEMBERS

The membership of the Corporation shall consist of the Board of Directors of the Corporation and such additional persons as may be elected by a majority vote of a quorum of the Board of Directors, in such manner as may be prescribed by the Bylaws of the corporation.

ARTICLE V - NOT FOR PROFIT

The corporation is organized as a not for profit corporation under Chapter 617, Florida Statutes. The property of the corporation is irrevocably dedicated for charitable, educational, religious and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any future United States Internal Revenue Law. No part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member, or to the benefit of any private individual.

The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding section of any future federal revenue code.

The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding section of any future federal revenue code.

The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding section of any future federal revenue code.

The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or the corresponding section of any future federal revenue code.

The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding section of any future federal revenue code.

ARTICLE VI - DURATION

The duration (term) of the corporation is perpetual.

ARTICLE VII - PURPOSES

To operate exclusively for charitable, educational, religious, and scientific purposes as referred to in Sections 501(c)(3) and 170 (c)(2) of the Code, herein generally called "exempt purposes."

This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE VIII - POWERS

The corporation shall have the following powers:

A. To exercise all rights and powers conferred by the laws of the State of Florida as a nonprofit corporation, including but not limited to those set forth in Chapter 617 of the Florida Statutes and the following powers: to acquire by bequests, devises, gifts, grants, donations, contributions, purchases, leases or otherwise any property of any sort or nature, without limitation, as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and income, principal and proceeds of the property.

B. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which a nonprofit corporation may be incorporated under the Florida Not for Profit Corporation Act, and any successor or amendment to the Act.

C. To do any other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

ARTICLE IX - DISSOLUTION

On the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the Board of Directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine. For purposes of this article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in Sections 170(c)(1) or 170(c)(2)(B) of the Code.

ARTICLE X - BOARD OF DIRECTORS

The Board of Directors of the corporation shall be elected as provided in the Bylaws. The Board of Directors shall at all times consist of at least three (3) persons. The names and addresses of the initial members of the Board of Directors are:

Howard Davidow	4799 Solitary Drive Rockledge, Florida 32955-6554
Elaine McGavern	4340 Windover Way Melbourne, Florida 32934
Anna B. Shuman	840 Kerry Down Circle Melbourne, Florida 32940

Virginia L. James

2203 Atlantic Street
Melbourne Beach, Florida 32951-2467

ARTICLE XI - INCORPORATOR

The name and street address of the incorporator are as follows:

Howard Davidow

4799 Solitary Drive
Rockledge, Florida 32955-6554

ARTICLE XII - BYLAWS

The bylaws of the corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

ARTICLE XIII - AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them, provided that any amendment will not adversely affect the status of the corporation as an organization qualifying under Section 501 (c)(3) of the Code.

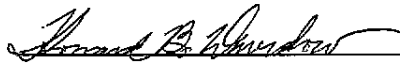
ARTICLE XIV - INDEMNIFICATION AND CIVIL LIABILITY IMMUNITY

The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Chapter 617 of the Florida Statutes. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Chapter 617 of the Florida Statutes and other similar laws.

ARTICLE XV - COMMENCEMENT OF CORPORATE EXISTENCE


The corporate existence shall commence upon the filing of these articles of incorporation with the Florida Department of State.

I, Howard Davidow, the undersigned incorporator have signed these articles of incorporation on April 5, 2002.


Howard Davidow, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 617.0503 of the Florida Statutes.


Howard Davidow

Date: April 5, 2002

02 APR 22 5:11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED